

1 **WAGANAKISING ODAWAK STATUTE 2009-xxx**

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3 **GAMING BOARD OF DIRECTORS**

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6 **SECTION I. SHORT TITLE**

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8 This Statute repeals and replaces Waganakising Odawak Statute 2004-08, WOS 2001-12, as  
9 amended by WOS 2000-02.  
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12 **SECTION II. PURPOSE**

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14 This Statute establishes a Gaming Board of Directors to approve policies for the orderly  
15 and efficient operation of the LTBB Gaming Enterprise and to ensure compliance of the policies  
16 through the Odawa Casino Resort General Manager.  
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19 **SECTION III DEFINITIONS**

20  
21 **A.** “Board” or “Gaming Board” means the LTBB Gaming Board of Directors DBA Odawa  
22 Casino Resort who oversee the gaming General Manager.  
23

24 **B.** “Board Member” means a person appointed to the Gaming Board of Directors.  
25

26 **C.** “Chief Financial Officer” or “CFO” means the person employed as the Chief Financial  
27 Officer of the LTBB Government.  
28

29 **D.** “Director of Finance” means the person employed by the Odawa Casino Resort who  
30 reports to the General Manager to oversee all financial affairs of the enterprise.  
31

32 **E.** “Enterprise” means the Odawa Casino Resort which is authorized to engage in Gaming  
33 or any future gaming enterprises operated by the LTBB.

1 **F.** “Gaming” means any game classified as "Class II" or "Class III" under the Indian  
2 Gaming Regulatory Act of October 17, 1988 and or future amendments.

3  
4 **G.** "Gaming Operations" means all business operations directly related to the conduct of  
5 gaming.

6  
7 **H.** “General Manager” means the person hired to oversee the Odawa Casino Resort.

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9 **I.** “Independent Auditor” is the person or entity required under the LTBB Gaming  
10 Regulatory Statute, as amended.

11  
12 **K.** “LTBB” or “Tribe” means Little Traverse Bay Bands of Odawa Indians.

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14 **L.** “Tribal Council” means the Legislative Branch of the Little Traverse Bay Bands of  
15 Odawa Indians.

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18 **SECTION IV. COMPOSITION, ELIGIBILITY AND APPOINTMENT**

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20 **A. Composition**

21  
22 1. The Board shall function as an LTBB Government Board with responsibility for  
23 carrying out the duties set out in this Statute.

24  
25 2. The Board shall consist of five (5) persons appointed by the Tribal Council who  
26 meet the eligibility requirements set out in subsection (B) of this section.

27  
28 3. The Board shall consist of a chairperson, vice-chairperson, secretary and treasurer  
29 elected by the Board members.

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34 **B. Eligibility**

1  
2 To serve on the Board a person must meet all of the following criteria:

- 3  
4 1. A person must be an enrolled member of the Tribe at least twenty-one (21) years  
5 of age;  
6  
7 2. The appointee must be a person, who would qualify for licensing under the  
8 Tribe's Gaming Regulatory Ordinance;  
9  
10 3. No person can serve on the Board who is employed by the Odawa Casino Resort  
11 or any other Federally Recognized Indian Tribe, or any other facility or enterprise  
12 conducting Gaming;  
13  
14 4. No person can serve on the Board who has been convicted of a felony in tribal,  
15 state or federal court within seven (7) years prior to the date of the appointment;  
16  
17 5. No person can serve on the Board who is employed by the LTBB Tribal  
18 Government or is an elected official of LTBB;  
19

20 **C. Appointments**

- 21  
22 1. The Board is appointed by the Tribal Council. Appointments are done by a  
23 majority vote of Tribal Council.  
24  
25 2. Appointed Board members shall serve for a three (3) year staggered term.  
26 Members may be reappointed for additional terms.  
27  
28 3. Board members may be removed for cause by either a majority vote of Tribal  
29 Council or majority vote of those of the Board excluding the Board Member in question.  
30 Reasons for removed are misconduct, neglect of duties or violations of Board policy or  
31 Tribal law, of which shall include failure to attend three (3) consecutive unexcused  
32 regularly scheduled meetings will be grounds for neglect of duties.  
33  
34 4. Any Board Member may resign at any time by delivering a written notice of

1 resignation to the Chairperson of the Board, LTBB Chairperson and to the Tribal  
2 Council.  
3  
4

## 5 **SECTION V. RESPONSIBILITIES, DUTIES, FUNCTIONS**

### 7 **A. Responsibilities**

8  
9 The Board shall have the following responsibilities in connection with the Odawa Casino  
10 Resort Enterprise:  
11

- 12 1. To employ a General Manager
- 13 2. To employ Executive Board staff
- 14

### 15 **B. Duties**

16  
17 The Board of Directors shall have the duty of approving policies for an orderly and  
18 efficient running of the Odawa Casino Resort including the following:  
19

- 20 1. Human Resources;
- 21
- 22 2. Bingo and other Class II Gaming operations;
- 23
- 24 3. Class III Gaming operations;
- 25
- 26 4. Approve annual budgeting and operating plan prepared by and the General  
27 Manager.
- 28
- 29 5. Food and beverage service;
- 30
- 31 6. Marketing;
- 32
- 33 7. Security;
- 34

1           8.     Entertainment;

2  
3           9.     Annual Cash Management for distribution to the Tribal Government;

4  
5           10.    Maintenance; and

6  
7           11.    Transportation.

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10   **C.     Functions**

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12           1.     Ensure that the policies approved by the Board are implemented by and through  
13           the General Manager of the Odawa Casino Resort.

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15           2.     The Board shall not be involved in the day-to-day management of the Odawa  
16           Casino Resort.

17  
18           3.     The Gaming Board shall adopt meeting policies and other such policies for Board  
19           business and office staff provided that such policies are approved by the Board.

20  
21           4.     The Board shall adhere to the Constitutionally Mandated Rules of Conduct for  
22           Officials of Tribal Government, approved by Tribal Council and any other subsequent  
23           Rules as may apply.

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26   **SECTION VI.       REPORTING REQUIREMENTS**

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28   **A.**     The Board shall present to the Executive for presentation to Tribal Council a monthly  
29   report that contains all financials of the Enterprise including discussion and analysis, due by the  
30   second Tribal Council meeting of each month.

31  
32   **B.**     The Board shall present to Tribal Council a quarterly report that contains an updated  
33   Business Plan, projected net revenues, profit and loss revenues and Earnings before Interest  
34   Taxes and Amortization (EBITA) for not less than three (3) months in advance based on the

1 Business Plan. This report shall also include, the number of employees, employee turn over,  
2 number of Tribal Citizens employed, number of Tribal Citizens employed in management,  
3 requests for new development and or capital projects and any other relevant information.  
4

5 C. The Board shall have prepared for the Tribal Accounting department an Odawa Casino  
6 Resort Financial and Operations Report to be presented by the Board at the Annual Citizenship  
7 Meeting.  
8

9 D. The Board in conjunction with the Gaming Regulatory Commission shall appoint, from a  
10 field of three, one agreed upon Independent Auditor to perform the annual independent financial  
11 audit and internal control audit required by the LTBB Gaming Regulatory Statute, the expense of  
12 which will be billed to the Enterprise. The Independent Auditor will present the audit report to  
13 the Board, Gaming Regulatory, General Manager, Executive Branch, and Tribal Council.  
14  
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## 16 **SECTION VII. BANK ACCOUNTS AND BUDGETS**

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18 A. Upon notification from the Enterprise Director of Finance and the CFO, the Board shall  
19 have the authority pursuant to adopted policies approved by the Board and presented to Tribal  
20 Council; to establish and maintain bank accounts as may be necessary for the operations of the  
21 Enterprise.  
22

23 B. The Enterprises Director of Finance shall report directly to the General Manager and  
24 shall have unrestricted powers of audit review and accountability.  
25

26 1. The Director of Finance shall oversee and manage the accounting, finance, cage, credit  
27 and cash management of the Enterprise.  
28

29 2. The Director of Finance shall make all Enterprise records of finances, cage, credit and  
30 cash management of the Enterprise available to the LTBB Tribe's CFO.  
31

32 C. Each year the Board shall present an annual budget, which shall include all expenses of  
33 the Boards budget kept in a separate Enterprise budget line item approved by Tribal Council.

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3 **SECTION VIII. MEETINGS**  
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5 **A.** The Board shall meet at least monthly.  
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7 **B.** The Board shall develop meeting policies and procedures.  
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9 **C.** The Board may meet in closed session as necessary for proprietary purposes.  
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11 **D.** Notice of Board meetings shall be by forty-eight (48) hours notice in advance to all  
12 Board members.  
13

14 **E.** Board business may be conducted by a telephone conference call and any action taken  
15 on such call shall be recorded in the minutes of the next regularly scheduled meeting. No  
16 compensation will be paid for telephone conference calls. The Board Secretary or designee must  
17 certify that more than one attempt was made to contact each Board member by any practical  
18 means including telephone, fax, e-mail or in person.  
19

20 **F.** Emergency meetings may only be called when immediate action is necessary for the  
21 preservation or promotion of essential interests of the Tribe or the Enterprise. The emergency  
22 action taken must be ratified at the next regular meeting of the Board, and the minutes must state  
23 the reason such emergency action was necessary.  
24

25 **G.** A quorum of the Gaming Board shall consist of a majority of the sitting Board.  
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28 **SECTION IX. TRIBAL COUNCIL DELEGATION**  
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30 In accordance with the Tribal Constitution, Tribal Council shall delegate oversight  
31 responsibility to the Executive Branch and the Executive Branch shall carry out such  
32 responsibility through the actions of the Board.  
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1     **SECTION X.           COMPENSATION**

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3           The Gaming Board of Directors shall be compensated, subject to the availability of  
4 funds, for the following:

- 5  
6     **A.**     One-hundred and fifty dollars (\$150.00) per day stipend for attendance at a regularly  
7 meetings, and special meetings or work sessions that are approved by Board motion.  
8  
9     **B.**     One-hundred and fifty dollars (\$150.00) per day stipend for attendance at an emergency  
10 meeting.  
11  
12    **C.**     One-hundred dollars (\$100.00) per day stipend for attendance at training, conferences or  
13 other functions approved by Board motion.  
14  
15    **D.**     Travel at the same rate as the standard Tribal Government Policy rate for mileage  
16 lodging, per diem airfare, and other miscellaneous travel costs as approved by Board motion.  
17  
18    **E.**     The Board shall adhere to the Tribal Government Travel Report Policy.  
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20    **F.**     No compensation will be paid for telephone conference calls.  
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23    **SECTION XI.       EMPLOYMENT WITH TRIBAL GAMING ENTERPRISES**

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25           A member of the Gaming Board of Directors shall not be employed in any position with  
26 the Odawa Casino Resort for a period of forty-five (45) days, after leaving the Board of  
27 Directors.  
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30    **SECTION XII.     NEPOTISM**

- 31  
32    **A.**     For Purposes of this Statute, two (2) or more members of the same immediate family  
33 shall not serve on any Gaming Board or Gaming Commission at the same time. Further, a person  
34 shall not serve on the Board of Directors if the General Manager, Director of Finance, Internal



1 Auditor, Tribal Chairperson or Vice-Chairperson is an immediate family member. For purposes  
2 of this section immediate family means husband, wife, son, daughter, step-son, step-daughter,  
3 father, step-father, father-in-law, mother, step-mother, mother-in-law, brother, step-brother,  
4 brother-in-law, sister, step-sister, sister-in-law, child, step-child or a person whose relationship  
5 with the Tribal Citizen is similar to that of persons who are related by blood or marriage.  
6

7 **B.** No Gaming Board of Directors member may participate in making any decision that  
8 involves a personal or financial interest of the Board member or a member of his or her  
9 immediate family unless such interest is held in common with the Tribe and its Citizens.  
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#### **CERTIFICATION**